

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
DELPHI CORPORATION <u>et al.</u> ,	:	Case No. 05-44481 (rdd)
	:	
Debtors.	:	(Jointly Administered)
	:	
	x	

AFFIDAVIT OF SERVICE

I, Amber M. Cerveney, being duly sworn according to law, deposes and says that I am employed by Kurtzman Carson Consultants, LLC, proposed claims and noticing agent for the Debtors in the above-captioned cases.

On November 9, 2005, I caused to be served, via overnight delivery the documents listed in Section 1 on the parties attached hereto as Exhibit A, via Electronic Notification the parties attached hereto as Exhibit B, and via first class US mail on the parties attached hereto as Exhibit C:

Section 1

- I. Motion for Order Under 11 U.S.C. § 365(d)(4) Extending Deadline to Assume or Reject Leases of Nonresidential Real Property ("365(d)(4) Deadline Extension Motion") (Docket No. 995) [Attached hereto as Exhibit D]**

- II. Motion for Order Under 11 U.S.C. §§ 105(a) and 365 Authorizing the Debtors to Obtain Preferential Power Rates Pursuant to Letter Agreement With Niagra Mohawk Power Corporation and Assumption Thereof ("Motion to Obtain Preferential Power Rates With Niagra Mohawk Letter Agreement") (Docket No. 997) [Attached hereto as Exhibit E]**

- III. Motion for Order Under 11 U.S.C. §§ 105(a), 363, and 365 Authorizing the Debtors to Preserve Option to Enter Into New Power Contract with Preferential Rates with Consumer Energy Company and Ancillary Assumption of Related Power Contracts ("Motion to Preserve Preferential Rates With CEC") (Docket No. 998) [Attached hereto as Exhibit F]**

- IV. Application for Order Under 11 U.S.C. §§ 327(a) 328 and Fed.R.Bankr.P. 2014(a) Authorizing Employment and Retention of Jones Lang Lasalle Americas Inc., as Real Estate Administrative and Transaction Services Provider to Debtors ("JLL Retention Application") (Docket No. 996) [Attached hereto as Exhibit G]**

- V. Debtors' Application for Entry of Order Under 11 U.S.C. §§ 327(e) and 1107(b) Authorizing Employment and Retention of Wilmer Cutler Pickering Hale and Dorr**

LLP as Special Regulatory Counsel ("WCPHD Retention Application") (**Docket No. 999**) [**Attached hereto as Exhibit H**]

On November 9, 2005, I caused to be served, via overnight delivery the documents listed in Section 2 on the parties attached hereto as Exhibit I:

Section 2

- I. Motion for Order Under 11 U.S.C. § 365(d)(4) Extending Deadline to Assume or Reject Leases of Nonresidential Real Property ("365(d)(4) Deadline Extension Motion") (**Docket No. 995**) [**Attached hereto as Exhibit D**]

On November 9, 2005, I caused to be served, via overnight delivery the documents listed in Section 3 on the parties attached hereto as Exhibit J:

Section 3

- I. Motion for Order Under 11 U.S.C. §§ 105(a) and 365 Authorizing the Debtors to Obtain Preferential Power Rates Pursuant to Letter Agreement With Niagra Mohawk Power Corporation and Assumption Thereof ("Motion to Obtain Preferential Power Rates With Niagra Mohawk Letter Agreement") (**Docket No. 997**) [**Attached hereto as Exhibit E**]

On November 9, 2005, I caused to be served, via overnight delivery and Electronic Notification the documents listed in Section 4 on the parties attached hereto as Exhibit K:

Section 4

- I. Motion for Order Under 11 U.S.C. §§ 105(a), 363, and 365 Authorizing the Debtors to Preserve Option to Enter Into New Power Contract with Preferential Rates with Consumer Energy Company and Ancillary Assumption of Related Power Contracts ("Motion to Preserve Preferential Rates With CEC") (**Docket No. 998**) [**Attached hereto as Exhibit F**]

Dated: November 10, 2005

/s/ Amber M. Cervený

Amber M. Cervený

Sworn to and subscribed before
me on November 10, 2005

/s/ Evan J. Gershbein
Notary Public

My Commission Expires: 1/19/07

EXHIBIT D

Hearing Date and Time: November 29, 2005 at 10:00 a.m.
Objection Deadline: November 22, 2005 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
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(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
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Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
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Debtors.	:	(Jointly Administered)
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NOTICE OF MOTION FOR ORDER UNDER 11 U.S.C. § 365(d)(4)
EXTENDING DEADLINE TO ASSUME OR REJECT
UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY

PLEASE TAKE NOTICE that on November 9, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases, filed the Motion For Order Under 11 U.S.C. § 365(d)(4) Extending Deadline To Assume Or Reject Unexpired Leases Of Nonresidential Real Property (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on November 29, 2005, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Motion (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York and the Order Under 11 U.S.C. §§ 102 (1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in

Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and must be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the official committee of unsecured creditors, Latham & Watkins, 885 Third Avenue, New York, New York, 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), and (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time)** on **November 22, 2005** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made in writing, in accordance with the Case Management Order, and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an order granting the Motion **without further notice**.

Dated: New York, New York
November 9, 2005

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
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(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Hearing Date and Time: November 29, 2005 at 10:00 a.m.
Objection Deadline: November 22, 2005 at 4:00 p.m.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
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**MOTION FOR ORDER UNDER 11 U.S.C. § 365(d)(4) EXTENDING DEADLINE TO
ASSUME OR REJECT LEASES OF NONRESIDENTIAL REAL PROPERTY**

("365(d)(4) DEADLINE EXTENSION MOTION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this motion (the "Motion") for an order under 11 U.S.C. § 365(d)(4) extending the deadline to assume or reject unexpired leases of nonresidential real property. In support of this Motion, the Debtors respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8, 2005, Delphi and certain of its U.S. subsidiaries (the "Initial Filers") filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). On October 14, 2005, three additional U.S. subsidiaries of Delphi (together with the Initial Filers, collectively, the "Debtors") filed voluntary petitions in this Court for reorganization relief under the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors' chapter 11 cases (Dockets Nos. 28 and 404).

2. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors (the "Creditors' Committee"). No trustee or examiner has been appointed in the Debtors' cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicate for the relief requested herein is section 365(d)(4) of the Bankruptcy Code.

B. Current Business Operations Of The Debtors

5. With more than 180,000 employees worldwide, global 2004 revenues of approximately \$28.6 billion, and global assets as of August 31, 2005 of approximately \$17.1 billion,¹ Delphi ranks as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors, will continue their business operations without supervision from the Bankruptcy Court, and will not be subject to the chapter 11 requirements of the U.S. Bankruptcy Code.

6. Over the past century, the operations which are now owned by Delphi have developed leading global technology innovations with significant engineering resources and technical competencies in a variety of disciplines. Today, the Company (as defined below) is arguably the single largest global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer with

¹ The aggregated financial data used in this Motion generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

2004 sales to its former parent, General Motors Corporation ("General Motors" or "GM"), equaling approximately \$15.4 billion and sales to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

7. As part of its growth strategy, Delphi has established an expansive global presence with a network of manufacturing sites, technical centers, sales offices, and joint ventures located in every major region of the world. In the U.S., the Debtors employ approximately 50,600 people. These employees work in approximately 44 manufacturing sites and 13 technical centers across the country, and in Delphi's worldwide headquarters and customer center located in Troy, Michigan. Approximately 34,750 of these individuals are hourly employees, 96% of whom are represented by approximately 49 different international and local unions. Outside the United States, the Company's foreign entities employ more than 134,000 people, supporting 120 manufacturing sites and 20 technical centers across nearly 40 countries worldwide.

8. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi and its subsidiaries and affiliates (collectively, the "Company") in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM

is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

9. Due to the significant planning that goes into each vehicle model, Delphi's efforts to generate new business do not immediately affect its financial results, because supplier selection in the auto industry is generally finalized several years prior to the start of production of the vehicle. When awarding new business, which is the foundation for the Company's forward revenue base, customers are increasingly concerned with the financial stability of their supply base. The Debtors believe that they will maximize stakeholder value and the Company's future prospects if they stabilize their businesses and continue to diversify their customer base. The Debtors also believe that this must be accomplished in advance of the expiration of certain benefit guarantees between GM and certain of Delphi's unions representing most of its U.S. hourly employees which coincides with the expiration of the Company's U.S. collective bargaining agreements in the fall of 2007.

C. Events Leading To Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition has deteriorated further in the first six months of 2005. The Company experienced net operating losses of \$608 million for the first

six months of calendar year 2005 on six-month net sales of \$13.9 billion, which is approximately \$1 billion less in sales than during the same time period in calendar year 2004.²

11. The Debtors believe that three significant issues have largely contributed to the deterioration of the Company's financial performance: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward looking revenue requirements. Having concluded that pre-filing discussions with its unions and GM were not leading to the implementation of a plan sufficient to address the Debtors' issues on a timely basis, the Company determined to commence these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value.

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive legacy liabilities and burdensome restrictions under current labor agreements and realigning

² Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

Delphi's global product portfolio and manufacturing footprint to preserve the Company's core businesses. This will require negotiation with key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness envisioned in the Company's transformation plan. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down through the chapter 11 process.

14. Upon the conclusion of this process, the Debtors expect to emerge from chapter 11 as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver value and high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

15. By this Motion, the Debtors request entry of an order, pursuant to section 365(d)(4) of the Bankruptcy Code, extending the date on or before which the Debtors may assume or reject unexpired leases of nonresidential real property to and including June 7, 2007, a date which is approximately 18 months from the initial deadline within which the Debtors are required to assume or reject nonresidential real property leases, without prejudice to the Debtors' right to seek a further extension of such deadline and without prejudice to a lessor's right to seek a shortening of such deadline.

Basis For Relief

16. Under section 365(d)(4) of the Bankruptcy Code, the initial 60-day period within which the Debtors must assume or reject nonresidential real property leases expires on December 7, 2005. As of the Petition Date, the Debtors were lessors or lessees with respect to approximately 90 unexpired leases of nonresidential real property (the "Real Property Leases").

17. As part of the Debtors' restructuring efforts, the Debtors are in the process of evaluating all owned and leased real estate, including the Real Property Leases. In considering their options with respect to the Real Property Leases, the Debtors are evaluating a variety of factors to determine whether it is appropriate to assume, assume and assign, or reject a particular Real Property Lease. In most instances, however, before the Debtors can properly evaluate which of their Real Property Leases to assume and which to reject, among other things, the Debtors must first (a) conclude their negotiations with their unions to ease certain "no-close" restrictions in the Debtors' collective bargaining agreements ("CBAs") and (b) make final determinations as to the company's ultimate product portfolio, which will affect the location of the Debtors' facilities.

18. In particular, the Debtors are currently negotiating certain terms of the CBAs, including, without limitation, operational restrictions, which prevent the Debtors from exiting non-strategic, non-profitable operations and restrict the Debtors ability to permanently lay off idled workers for whom the Debtors must provide space during the working hours. A large number of the Debtors' Real Property Leases are affected by these terms and therefore at this time the Debtors are unable to determine which leases should be assumed and which should

be rejected. Accordingly, until these issues are resolved, it would be premature for the Debtors to assume or reject all of the Real Property Leases.

19. Moreover, through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by realigning Delphi's global product portfolio and manufacturing footprint to preserve the Debtors' core businesses. These determinations will affect the Debtors' evaluation of which of their Real Property Leases to assume and which to reject. The Debtors are striving to meet these goals and emerge from chapter 11 by early to mid-2007.

20. Thus, by this Motion, the Debtors request an extension of the section 365(d)(4) deadline so as to fully and adequately determine whether to assume or reject particular Real Property Leases. If the period, under section 365(d)(4) the Bankruptcy Code, is not extended beyond December 7, 2005, the Debtors may be compelled, prematurely, to assume substantial, long-term liabilities under the Real Property Leases or forfeit benefits associated with some Real Property Leases to the detriment of the Debtors' ability to operate and preserve the going-concern value of their business for the benefit of all creditors and other parties-in-interest.

Applicable Authority

21. Section 365(d)(4) of the Bankruptcy Code provides:

Notwithstanding paragraphs (1) and (2), in a case under any chapter of this title, if the trustee does not assume or reject an unexpired lease of nonresidential real property under which the debtor is the lessee within 60 days after the date of the order for relief, or within such additional time as the court, for cause, within such 60-day period, fixes, then such lease is deemed rejected, and the trustee shall immediately surrender such nonresidential real property to the lessor.

11 U.S.C. § 365(d)(4) (emphasis added).

22. The term "cause" as used in section 365(d)(4) is not defined in the Bankruptcy Code. In South Street Seaport L.P. v. Burger Boys, Inc., 94 F.3d 755 (2d Cir. 1996), the United States Court of Appeals for the Second Circuit held that the following factors would establish whether "cause" existed to extend the statutory period under section 365(d)(4) of the Bankruptcy Code:

- (a) whether the debtor was paying for the use of the property;
- (b) whether the debtor's continued occupation could damage the lessor beyond the compensation available under the Bankruptcy Code;
- (c) whether the lease is the debtor's primary asset; and
- (d) whether the debtor has had sufficient time to formulate a plan of reorganization.

Id. at 761. The court enumerated additional factors that may merit consideration, including the complexity of the case and the number of leases that the debtor must evaluate. Id. See also 130 Cong. Rec. S8891, 58,894-95 (daily ed. June 29, 1984) ("cause" includes large number of leases) (statement of Sen. Hatch), reprinted in 1984 U.S.C.C.A.N. 590, 597; In re Unit Portions of Del., Inc., 53 B.R. 83, 85 (Bankr. E.D.N.Y. 1985) ("Congress recognized that there may be times when it is not possible for the trustee to make a careful and informed assessment of the benefits and burdens of the lease within this 60-day period. Accordingly, it empowered the court to grant a trustee who demonstrates cause for an extension additional time to make this assessment.").

23. The Debtors satisfy all of these requirements. First, in compliance with section 365(d)(3) of the Bankruptcy Code, the Debtors fully intend to remain current with respect to all outstanding postpetition rental obligations under the Real Property Leases.

24. Second, the relief requested herein will not affect any lessor's rights in a manner inconsistent with the provisions of the Bankruptcy Code. See Edward J. Debartolo Corp. v. Child World, Inc., 146 B.R. 89, 92 (S.D.N.Y. 1992) (holding that extension of debtors' time to assume or reject its unexpired leases of nonresidential real property is appropriate when leaseholders are not "irreparably injured in the interim"). The Debtors have the financial ability to and intend to perform all of their obligations under the Real Property Leases as required by section 365(d)(3) of the Bankruptcy Code. The significant cash revenues from the Debtors' operations, plus the final court approval on October 27, 2005 of a \$4.5 billion financing package for the Debtors, afford the Debtors such financial ability.

25. Third, certain of the Real Property Leases are among the Debtors' primary assets and are vital to their reorganization efforts. The Debtors' manufacturing sites, technical centers, and sales offices are fundamental to its reorganization efforts. These premises consequently comprise an integral component of the Debtors' strategic business plans.

26. Fourth, given the complexity of these cases, the Debtors have not had sufficient time to formulate a plan of reorganization. These large, complex cases are currently among the largest pending before any bankruptcy court in the United States. As noted above, at the time the Debtors filed these cases:

- (a) Forty-two affiliated entities sought chapter 11 relief.
- (b) The Debtors employ approximately 50,600 people in the U.S. at approximately 44 manufacturing sites and 13 technical centers. Ninety-six percent of the company's 34,750 hourly employees are represented by approximately 49 different international and local unions under various CBAs. The Company's foreign entities employ more than 134,000 people supporting 120 manufacturing sites and 20 technical centers across nearly 40 countries worldwide.

- (c) The Debtors' global 2004 revenues were approximately \$28.6 billion, and global assets as of August 31, 2005 were approximately \$17.1 billion.
- (d) The Debtors supply products to nearly every major global automotive original equipment manufacturer, including its former parent, GM, with approximately \$15.4 billion in sales annually to GM alone.

27. Additionally, as stated above, if the section 365(d)(4) period is not extended, the Debtors may be compelled to assume liabilities prematurely under the Real Property Leases or risk forfeiting benefits associated with certain Real Property Leases. To prevent this difficult choice without sufficient information, this Court should exercise its discretion to extend the section 365(d)(4) deadline to and including June 7, 2007, a date consistent with the Debtors' current projections regarding the timing of plan confirmation.

28. Courts in this circuit and others have granted similar relief to the relief requested herein in other large, complex chapter 11 cases. See, eg., In re UAL Corp., Case No. 02-B-48191 (ERW) (Bankr. N.D. Ill. Feb. 6, 2003, July 21, 2003, Sept. 21, 2005) (extension through plan confirmation); In re WorldCom, Inc., Case No. 02-13533 (AJG) (Bankr. S.D.N.Y. Sept. 19, 2002, Sept. 24, 2003) (extended through plan confirmation); In re Enron Corp., Ch. 11 Case No. 01-16034 (AJG) (Bankr. S.D.N.Y. Jan. 31, 2002, Dec. 19, 2002) (first extension of approximately eleven months; second extension of additional year); In re Ames Dep't Stores, Inc., Case No. 01-4227 (REG) (Bankr. S.D.N.Y. Oct. 3, 2001, Dec. 5, 2001) (extended through confirmation); In re Nextwave Personal Commc'ns Inc., Case No. 98 B 21529 (ASH) (Bankr. S.D.N.Y. July 10, 1998) (extended through confirmation); In re Maidenform Worldwide, Inc., Case No. 97 B 44869 (CB) (Bankr. S.D.N.Y. Sept. 12, 1997) (extended through confirmation).

29. Accordingly, this Court should extend the time within which the Debtors may assume or reject any Real Property Lease to and including June 7, 2007, without prejudice to the Debtors' rights to seek a further extension of such deadline.

Notice

30. Notice of this Motion has been provided in accordance with the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e), entered by this Court on October 14, 2005 (Docket No. 245). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

31. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that the Court enter an order (a) extending the deadline to assume or reject unexpired leases of nonresidential real property to and including June 7, 2007, without prejudice to the Debtors' right to request an additional extension of such time, and (b) granting the Debtors such other further relief as is just.

Dated: New York, New York
November 9, 2005

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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Debtors.	:	(Jointly Administered)
	:	
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ORDER PURSUANT TO 11 U.S.C. § 365(d)(4) EXTENDING
DEADLINE TO ASSUME OR REJECT UNEXPIRED
LEASES OF NONRESIDENTIAL REAL PROPERTY

("365(d)(4) DEADLINE EXTENSION MOTION")

Upon the motion, dated November 9, 2005 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. § 365(d)(4) extending the deadline for the Debtors to assume or reject unexpired leases of nonresidential real property; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.

2. The date by which the Debtors must assume or reject any and all unexpired leases of nonresidential real property (the "Real Property Leases") is extended to and including June 7, 2007.

3. The entry of this Order shall be without prejudice to (a) the Debtors' right to seek from this Court further extensions of the assumption and rejection deadline with respect to any or all of their Real Property Leases and (b) the right of any party to any Real Property Lease to seek from this Court a shortening of the deadline with respect to any or all of its Real Property Leases for cause shown.

4. Notwithstanding anything contained in this Order, provided that the Debtors file a subsequent motion to extend the section 365(d)(4) deadline in time to be heard prior to the expiration of the applicable section 365(d)(4) deadline for a particular lease, the deadline to assume or reject such lease shall be automatically extended until the later of (a) the date set forth in any subsequent order or (b) three business days after the Court rules on such motion.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

6. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
November __, 2005

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT I

Delphi Automotive Systems
Notice Addresses for Leases/Subleases

CREDITORS NAME	CREDITORS NAME	ADDRESS1	ADDRESS2	CITY	STATE	ZIP
Onix Gf Warren Venture	Onix Gf Warren Venture	100 N Riverside Plaza Ste 1400	C o Onix Warrenincorx Real Estate Equities	Chicago	IL	60606
Visteon Services		1 Village Ctr Dr	Attn Global Real Estate Services	Belleville	MI	48111-5711
Regus Business Centres Corp		100 Manhattanville Rd	Ste 412	Purchase	NY	10577
Onix Gf Warren Venture		100 N Riverside Plaza	Ste 1400	Chicago	IL	60606
Onix Gf Warren Venture	Onix Gf Warren Venture	100 N Riverside Plaza Ste 1400	C o Jim Purinton	Chicago	IL	60606
Aspire Building Llc	Cox Hodgman and Glarmarco	10th Fl Columbia Ctr 101 W Beaver Rd	Attn Basil M Briggs	Troy	MI	48084
Norfolk Southern Corporation	Norfolk Southern Corporation	110 Franklin Rd Se		Roanoke	VA	24042-0044
Fortune Avenue Partners	Fortune Management	110 N Washington St		Kokomo	IN	46901
Fortune Avenue Partners	Fortune Ave Partners	110 N Washington St		Kokomo	IN	46901
Limar Realty Corp	Kilroy Realty Lp	111 Pacifica	Ste 300	Irvine	CA	92618
Kilroy Realty Lp	Kilroy Realty Lp	111 Pacifica Ste 300		Irvine	CA	92618
Green Road Associates Limited Partnership	Green Rd Associates Limited Partnership	115 Depot St C o First Martin Corporation		Ann Arbor	MI	48104
River Road Investments Inc	River Rd Investments Inc	1155 Meadowbrook Ave		Youngstown	OH	44512
Tr Butterfield Trail Corp	c o Capri Capital Advisors LLC	1201 N Clark St	Ste 300	Chicago	IL	60610
Mosser Construction Inc		122 South Wilson Ave		Freemont	OH	43420
Kilroy Realty Lp	McDaniel and McDaniel	12200 W Olympic Blvd Ste 200	Attn Marshall L McDaniel	Los Angeles	CA	90064
Crown Enterprises Inc	Crown Enterprises Inc	12225 Stephens Rd		Warren	MI	48089
Lasalle National Bank As Trustee	C o Nicholson	1300 West Higgins Rd	Porter and List Inc	Park Ridge	IL	60068
Transwestern Great Lakes Lp	Transwestern Great Lakes Lp	1301 W Long Lake Rd Ste 330		Troy	MI	48098
Tr Butterfield Trail Corp	Holland and Knight Llp	131 S Dearborn 30th Fl		Chicago	IL	60603
Energy Corp	Attn Debbie Plummer	139 E Firth St	Attn James T Mayer	Chicago	IL	60603
Shelby Industrial Investors	Cinegy Corp	139 E Fourth St Room 2604at	Room 2604at	Cincinnati	OH	45202
Research Properties Llc	C o Kojaian Mgmt Corp	1400 N Woodward	Ste 250	Bloomfield Hills	MI	48304
Raytheon Company	Research Properties Llc	1425 Sagamore Pkwy North		Lafayette	IN	47904
Itw Mortgage Investments Iv Inc	C o Ge Capital Realty Group Inc	1520 Hughes Way Bldg A01 M s A162 PO Box 9399	Attn Corporate Real Estate Dept	Long Beach	CA	90810
Itw Mortgage Investments Iv Inc	Attn Asset Management and Legal Department	16479 Dallas Pkwy Ste 400	C o Ge Capital Realty Corp Inc	Dallas	TX	75248
Oil Well Llc	Moss and Odell Pc	16479 Dallas Pkwy Ste 400	Attn Chris Odell	Dallas	TX	75248
Jer Investments Llc		1675 Larimer St Ste 650		Denver	CO	80202
Jer Investments Llc	Jer Investments Llc	17401 Tiller Court		Westfield	IN	46074
Gbg2 Llp	Henry Braly	17401 Tiller Ct		Westfield	IN	46074
Oil Well Llc	Frontier Companies Llc	1800 Pike Rd		Longmont	CO	80501
Oil Well Llc	Frontier Companies Llc	1800 Pike Rd		Longmont	CO	80501
Oil Well Llc	Oil Well Llc	1800 Pike St		Longmont	CO	80501
Norfolk Southern Corporation	Norfolk Southern Corporation	185 Spring St Sw		Atlanta	GA	30303
General Motors Corporation	Douglas M Etkin	200 Franklin Ctr 29100 Northwestern Hwy		Southfield	MI	48034
General Motors Corporation	General Motors Corporation	200 Renaissance Ctr	Mc 482 B38 C96	Detroit	MI	48265-2000
Gar Properties Llc	Gar Properties Llc	205 St Paul St Ste 400	Attn Fred J Rainaldi	Rochester	NY	14604
Gar Properties Llc	Mangione and Roiman	205 St Paul St Ste 400	Attn Sal Mangione Esq	Rochester	NY	14604
Consumers Power Company	Consumers Power Company	212 W Michigan Ave		Jackson	MI	49201
Donald R and Sarah E Sweeton	Dasco Inc	214 Admiral Circle		Lawrenceburg	TN	33461
County Of Marquette	Sawyer International Airport	225 Airport Ave	Attn Airport Manager	Gwynn	MI	49841
First Industrial Lp	First Industrial Realty Trust Inc	24800 Denso Dr Ste 175		Southfield	MI	48034
First Industrial Lp	First Industrial Realty Trust Inc	24800 Denso Dr Ste 175		Southfield	MI	48034
Mid States Industrial Complex Ltd		2574 E River Rd Bldg 10 Llc	PO Box 744	Dayton	OH	45401-0744
Avi Foodsystems Inc		2590 Elm St Ne	Attn John Paylavas President	Warren	OH	44483
Weingarten Realty Investors	Weingarten Realty Investors	2600 Citadel Plaza Dr Ste 300		Houston	TX	77216
Liberty Property Limited Partnership	Liberty Property Limited Partnership	26911 Northwestern Hwy Ste 205		Southfield	MI	48034
Grand Trunk Western Railroad Inc	Grand Trunk Western Railroad Inc	2800 Livernois		Troy	MI	48007-5025
John E Benz		3017 Exchange Court	Ste A	West Palm Beach	FL	33409

In re Delphi Corporation et al.
Case No. 05-44481 (RDD)

Delphi Automotive Systems
Notice Addresses for Leases/Subleases

CREDITORS	CREDITORS/NOTICENAME	ADDRESS1	ADDRESS2	CITY	STATE	ZIP
John E Benz	John E Benz	3017 Exchange Ct Ste A	C o John E Benz and Co	West Palm Beach	FL	33409
General Motors Corporation	General Motors Corporation Office Of The General Counsel	3031 W Grand Blvd PO Box 33122	New Ctr One Building	Detroit	MI	48226
Osprey Sa Ltd	Osprey Sa Ltd	305 E Main St	Ste 100	Brighton	MI	48116
500 Commerce Llc	C o Viking Industries Llc	30505 Bainbridge Rd		Solon	OH	44139
Aspire Building Llc	Aspire Building Llc	31000 Northwestern Hwy	Ste 220	Farmington Hills	MI	48334
First Industrial Lp	First Industrial Lp	31000 Northwestern Hwy Ste 200	Attn Andrew Milla	Farmington Hills	MI	48334
First Industrial Lp	First Industrial Lp	311 S Wacker Dr	Ste 4000	Chicago	IL	60606
First Industrial Lp	First Industrial Lp	311 South Wacker Dr Ste 4000	Attn Vice President Portfolio Management	Chicago	IL	60606
Sealy Rg Valley Buildings Lp	C o Sealy and Company Inc	333 Texas St	Ste 1050	Shreveport	LA	71101
Sealy Rg Valley Buildings Lp	Sealy Rg Valley Buildings Lp	333 Texas St Ste 1050 C o Sealy and Company Inc	Attn Mark P Sealy	Shreveport	LA	71101
First Industrial Lp	Barack Ferrazano Kirschbaum Peirman and Nagelberg	333 West Wacker Dr Ste 2700	Attn Suzanne Bessette Smith	Chicago	IL	60606
De North Llc	De North Llc	3811 Palisades Dr		Tuscaloosa	AL	35405
Nissan Technical Center North America Inc	Attn John Calandaro	39001 Sunrise Dr		Farmington Hills	MI	48098
City Of Warren Ohio	City Of Warren Ohio	3901 Mahoning Ave Nw C o Clerk City Engineers		Warren	OH	44483
Miller Valentine Group	Miller Valentine Group	4000 Miller Valentine Court PO Box 744		Dayton	OH	45439-1487
Economic Development Rail Ii Corp	Economic Development Rail Ii Corp	4319 Belmont Ave		Youngstown	OH	44505
Anherst Commerce Park	Anherst Commerce Park	4508 Main St		Buffalo	NY	14226
Gbg2 Lp	Gbg2 Lp	4730 Walnut St	Ste 206	Amherst	NY	14226
Gbg2 Lp	Gbg2 Lp	4730 Walnut St Ste 206	Boulder	Boulder	CO	80301
Enerdel	Enerdel	500 W Cypress Creek Rd Ste 100	C o Gibbons White Inc	Boulder	CO	80301
Csx Transportation	Csx Transportation	500 Water St J180	Attn Kevin P Fitzgerald	FT Lauderdale	FL	33309
Cit Of Tulsa Rogers County Port Authority	Cit Of Tulsa Rogers County Port Authority	5350 Cimarron Rd		Jacksonville	FL	32202
City Of Tulsa Oklahoma	City Of Tulsa Oklahoma	5350 Cimarron Rd	City Of Tulsa Rogers Co Port Authority	Catoosa	OK	74015
Cherokee North Kansas City Llc	Cherokee North Kansas City Llc	5445 Dlc Pkwy	Ste 900	Catoosa	OK	74015
Cherokee North Kansas City Llc	Cherokee North Kansas City Llc	6200 The Corners Pkwy Ste 250		Englewood	CO	80111
Wells Management Company	Wells Management Company	7601 E 88th Pl		Englewood	CO	80111
Universal Tool And Engineering Inc	Universal Tool And Engineering Inc	804 Meadowbrook Dr Ste 102		Norcross	GA	30092
Mike Hales Real Estate Ltd	Mike Hales Real Estate Ltd	804 S Hamilton St		Indianapolis	IN	46256
Saginaw Centre Development Company Llc	Saginaw Centre Development Company Llc	8333 Swanson Ln		Glathe	KS	66062
Germans Technology Group Custom Coating And Enhancements Inc	Germans Technology Group Custom Coating And Enhancements Inc	870 Winter St		Saginaw	MI	48602
Raytheon Company	Raytheon Company	875 N Michigan Ave Ste 3430 Co Capri Capital Advisors Llc	Attn Corporate Real Estate Dept	Gilroy	CA	95020
Tr Butterfield Trail Corp	Tr Butterfield Trail Corp	875 N Michigan Ave Ste 3430 Co Capri Capital Advisors Llc	Attn Asset Manager	Waltham	MA	02451
Laurence Tippman Sr Family Limited Partnership	Laurence Tippman Sr Family Limited Partnership	9009 Coldwater Rd		Chicago	IL	60611
Tawas Industries	Tawas Industries	905 Cedar St		Fort Wayne	IN	46825
North Renaissance Development Llc	North Renaissance Development Llc	909 Washington Ave PO Box 348		Tawas City	MI	48763
Barrister Executive Suites Inc	Barrister Executive Suites Inc	9841 Airport Blvd		Bay City	MI	48708
Jor Investments Llc	Jor Investments Llc	Attn Jeffrey A Abrams		Los Angeles	CA	90045
Nissan Technical Center North America Inc	Nissan Technical Center North America Inc	Attn Sue Derian Assistant General Counsel	One American Square Ste 2300 PO Box 82008	Indianapolis	IN	46282
County Of Marquette	County Of Marquette	Marquette County Courthouse Complex		Torrance	CA	90502
Ford Motor Land Development Corporation	Ford Motor Land Development Corporation	One Plaine Blvd	Ste 1500 West 190 St	Marquette	MI	49855
Regus Business Centres Corp	Regus Business Centres Corp	One Tower Ln Ste 1700	Ste 1500 East	Dearborn	MI	48126
Milwaukee Investment Company	Milwaukee Investment Company	One Towne Sq Ste 1200 C o Signature Associates	Attn Mr John Rudakas	Oakbrook Terrace	IL	60181
Ford Motor Land Development Corp	Ford Motor Land Development Corp	Ste 1500 East One Pkland Blvd	Attn Property Management	Southfield	MI	48076
			Attn Property Manager Fairlane North	Dearborn	MI	48126